

**HELM-PACIFIC LEASING**  
JOINT VENTURE

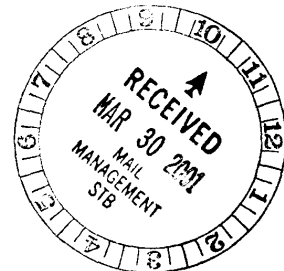
One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

VIA UPS AIR COURIER  
March 29, 2001

RECORDATION NO. 23451 FILED

APR 03 '01 1:21 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001

Dear Mr. Williams:

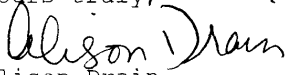
Enclosed are **three (3)** originals of a Memorandum of Net Lease Agreement dated as of September 25, 1999 ("**Memorandum**") between the following parties:

Lessor:	Helm-Pacific Leasing C/o Helm Pacific Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	AMG Resources Corporation 9 Office Park Circle, Suite 11 Birmingham, AL 35223

**A short summary of the document to appear in the index follows:**

Memorandum of Net Lease Agreement dated September 25, 1999 between Helm-Pacific Leasing as Lessor and AMG Resources Corporation as Lessee covering eighteen (18) railcars from within the series **HPJX 147390 - 148709 (ni)**.

Please file this Memorandum as a primary document and return **two (2)** stamped originals to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

Yours truly,  
  
Alison Drain  
Document Administrator

/ad  
Enclosures (3)

**MEMORANDUM OF  
NET LEASE AGREEMENT**

THIS MEMORANDUM OF NET LEASE AGREEMENT ("Memorandum") is dated as of September 25, 1999 and is intended to evidence that certain Net Lease Agreement dated as of September 25, 1999 ("Lease") HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and AMG RESOURCES CORPORATION, a Delaware corporation, for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM-PACIFIC LEASING

AMG RESOURCES CORPORATION

By: Helm Pacific Corporation,  
a General Partner

CM By: David R. Eckles

Print Name: David R. Eckles

Title: President

By: Union Pacific Venture  
Leasing, Incorporated,  
a General Partner

By: Joseph E. O'Connor, Jr.

Print Name: Joseph E. O'Connor, Jr.

Title: President

By: Ronald R. Zoro

Print Name: Ronald R. Zoro

Title: COO

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APR 03 '01 : 1-21 PM

SURFACE TRANSPORTATION BOARD

CM

**SCHEDULE A**  
**TO THE MEMORANDUM OF LEASE**

**THE UNITS**

**Equipment Description:** Eighteen (18), 100-ton, flat-bottom, 6,420 to 6,550 c.f.c. woodchip gondolas built by Gunderson, Ortner, and FMC in 1970, 1972 and 1975.

**Unit Numbers:**

1. HPJX 147390
2. HPJX 147408
3. HPJX 147419
4. HPJX 147591
5. HPJX 147611
6. HPJX 147616
7. HPJX 147637
8. HPJX 147638
9. HPJX 147648
10. HPJX 147649
11. HPJX 147784
12. HPJX 147793
13. HPJX 147794
14. HPJX 147834
15. HPJX 147856
16. HPJX 147892
17. HPJX 147917
18. HPJX 148709

CM

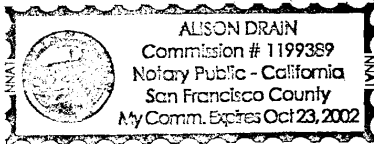
STATE OF CALIFORNIA       )  
                                      ) S.S.  
COUNTY OF SAN FRANCISCO )

On February 15<sup>th</sup>, 2000<sup>01</sup>, before me, Alison Drain, personally appeared David R. Eckles, President of **HELM PACIFIC CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



[Notarial Seal]

WITNESS my hand and official seal.

Alison Drain  
Signature of Notary Public

STATE OF NEBRASKA       )  
                                      ) S.S.  
COUNTY OF DOUGLAS       )

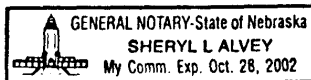
On February 20, 2000<sup>01</sup>, before me, Sheryl L. Alvey, personally appeared, Joseph E. O'Connor, Jr., President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



[Notarial Seal]

Sheryl L. Alvey  
Signature of Notary Public

AM

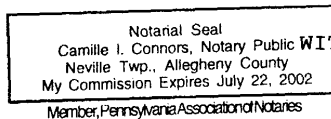
STATE OF Pennsylvania )  
 ) S.S.  
COUNTY OF Allegheny )

On June 27, 2000, before me, Camille I. Connors, personally  
appeared Ronald R. Zorn, Chief Operating Officer of **AMG**  
**RESOURCES CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the  
instrument.



WITNESS my hand and official seal.

Camille I. Connors

Signature of Notary Public

[Notarial Seal]

CM